

## **Bylaws of Tranquillo Pines Mutual Domestic Water Consumers Association**

### **ARTICLE 1**

#### **Tranquillo Pines Mutual Domestic Water Association**

### **ARTICLE II**

#### **Name of the Association is the Seal**

The name of the association and seal shall be, “**Tranquillo Pines Mutual Domestic Water Consumers Association.**”

### **ARTICLE III**

#### **Fiscal Year**

The fiscal year of the association shall begin on the first day of January each year.

### **ARTICLE IV**

#### **Membership**

##### **Section 1. Members**

Property owners in the vicinity of the Manzanita Mountains in Bernalillo County, New Mexico, more specifically described as Sections 19, 20, 30, 29, 31, and 32 of Township 9N Range 6E, N.M.P.M., being reasonably accessible to the system of the association and who are in need of water for domestic purposes and who are approved by the Board of Directors, may be admitted to the association as a member upon application and payment of a membership fee spelled out in the rule and regulations. No application for membership shall be approved under this section if the capacity of the association’s water system is inadequate to meet the needs of its existing members, and if it is physically or financially impossible for the association to acquire additional facilities to accommodate new members.

##### **Section 2. Approval of Membership**

All applications for membership shall be reviewed by the Board of Directors and either denied or approved as outlined in the rules and regulations. The Board of Directors’ decision shall be noted in the meeting minutes. Approved membership shall be issued a Membership Certificate. Membership shall not be denied based on applicant’s race, color, creed, national origin, or sex.

##### **Section 3. Form of Membership Certificate**

The Board of Directors shall determine the form of the Membership Certificate and the same shall be signed by the President and his signature attested by the Secretary.

##### **Section 4. Membership Book**

As a part of the records of the association, there shall be kept a Membership Book, which shall contain a list and copy of certificates of membership which have been issued, noting the number of the certificate, the date thereof, the number of service connections and the name, address, and telephone number of the person to whom it was issued.

##### **Section 5. Membership Transfer**

Certificates of membership may be transferred to another person but not another property, upon payment of fees and other requirements as described in the rules and regulations, the transfer shall be noted on the books of the association and shall be approved by a majority vote of the Board of Directors. The Board of Directors’ decision shall be noted in the meeting minutes.

**ARTICLE V**

**Meetings of the Board of Directors and Members**

**Section 1. Open Meetings Act**

All meetings of the membership as well as the Board of Directors will be conducted in accordance with the Open Meetings Act [Chapter 10, Article 15, NMSA 1978]. An Open Meetings Act Resolution shall be published annually by the board of directors. The Resolution specifies notification timelines for all meetings.

**Section 2. Annual Membership Meeting**

The annual meeting of the members of this Association shall be held at Tijeras, Bernalillo County, State of New Mexico at 6:00 o'clock PM on the third Thursday in May or otherwise specified and at a location determined by the board.

**Section 3. Meetings of the Board of Directors**

Meetings of the Board of Directors will be held at such regular intervals as the board may determine and will be published annually in the Open Meeting Act Resolution. A majority of the board members present at any board meetings shall constitute a quorum for the conduct of business.

**Section 4. Special Meetings**

Special meetings of members of the association may be called at any time by the President, or upon resolution of the board of directors, or upon written petition to the President of the board of directors signed by (10%) of the members. The purpose of every special meeting shall be stated in the notice thereof and no business shall be transacted thereat, except such as is specified in the notice.

**Section 5. Emergency Meetings**

Emergency meetings will be called only under unforeseen circumstances which demand immediate action to protect the health, safety and property of citizens or to protect the public body from substantial financial loss. The Board of Directors will avoid emergency meetings whenever possible. Emergency meetings may be called by the President, or upon resolution of the board of directors, or a majority of the members upon twenty-four (24) hours' notice, unless threat of personal injury or property damage require less notice.

**Section 6. Meeting Notifications**

The annual Open Meetings Act Resolution specifies notification timelines for all meetings. Notifications shall be given by first class mail to each member of record, directed to the address shown upon the books of the association. Such a notice shall state the nature, time, place, and purpose of the meeting, but no failure or irregularity of notice of any annual meeting, or regularly held meeting, shall affect any proceedings taken thereat.

Ten percent (10%) of the members of the Association in good standing shall constitute a quorum at any member meeting of the Association for the transaction of business.

A member may elect to receive all notifications and other communications electronically, which the association would normally send by first class mail. The member must complete and sign the Electronic Communications Release Form, as described in the rules and regulations.

### **Section 7. Meeting Order of Business**

The order of business at the regular meetings and as reasonably possible at all other meetings shall be:

1. Calling to order and proof of quorum
2. Proof of notice of meeting
3. Reading and action on any unapproved minutes
4. Reports of officers and committees
5. Unfinished business
6. New business
  - a. Elections
  - b. Compensation of Secretary/Treasurer
  - c. Amendments to Certificate of Association or Bylaws
  - d. Removal of Directors or Officers
7. Adjournment

## **ARTICLE VI** **Directors**

### **Section 1. Functions of the Board of Directors.**

The business and affairs of the association shall be managed by a Board of five (5) Directors. The functions of such Board shall include:

1. Selection of and the delegation of authority to officers necessary for the management of the association business; and
2. Determination of policies and for guidance of the management of the association; and
3. Control of expenditures by authorizing budgets and reserve funds; and
4. Establish and enforce a code of conduct for staff; and
5. Keeping the members fully informed of the business of the association; and
6. Audit the financial records of the association as required by state law; and
7. Consider the requirements of the members and promote good membership relations; and
8. Prescribing of the form of membership certificates; and
9. Establishing water charges and the levying of assessments and the enforcement and collection thereof, in accordance with the provisions of these Bylaws, Rules and Regulations, and the Laws of the State of New Mexico.

### **Section 2. Election and Term of Board Members**

The Board of Directors shall serve until their successors are elected. At each annual meeting , the members shall elect for a term of three years, the number of directors whose terms of office have expired. Each director shall hold office for a term of which they were elected and until their successor is elected and qualified. The Board of Directors shall be selected from the membership of the association and shall be a member in good standing with the association.

### **Section 3. Election of Officers**

The Board of Directors shall meet as soon as possible after the holding of the annual election of directors and, in any event, within ten (10) days of that time and shall elect a President, Vice President, Secretary-Treasurer or a Secretary and a Treasurer from among themselves, each of whom shall hold office until the next annual meeting and until the election and qualification of his successor unless sooner removed by death, resignation or for cause.

### **Section 4. Compensation of Officers**

The members of the Board of Directors shall receive no compensation for their services as directors but may qualify for per-diem and mileage in accordance with the Per Diem and Mileage Act. The secretary-treasurer or a

secretary and a treasurer may be paid for their services at the rate to be fixed at any special meeting of the members of the association.

#### **Section 5. Powers of the Board**

The Board of Directors shall have the general power to act for the association in any manner not prohibited by state law or the Certificate of Association.

#### **Section 6. Vacancies**

If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office or expiration of term, a majority vote of the remaining Board of Directors, though less than a quorum, shall appoint a successor who shall hold office until the next regular meeting of the members of the association. At which time the members shall elect a director for the unexpired term or terms, providing that in the call of such a meeting, a notice of such election shall be given.

#### **Section 7. Removal of Directors and Officers**

Any director or officer of the association may be removed from office with or without cause, by a majority vote of not less than 10% of the members of the association. The director or officer shall be informed, in writing, of the charges against him/her at least ten (10) days before such meeting and at such meeting shall have the right and opportunity to be heard in person or by counsel and to present witnesses in his behalf. A vacancy caused by such removal shall be filled by the vote provided in these bylaws for the election of directors. Employees or agents, other than directors and officers, may be removed from office or employment at any time by action of the Board of Directors.

#### **Section 7. Conflict of Interest**

Any director or officer that has a conflict of interest in any business of the association must disclose the conflict and recuse themselves of any voting or decision related to the conflict.

### **ARTICLE VII** **Duties of Officers**

#### **Section 1. Duties of the President**

The President shall preside over all meetings of the association and the Board of Directors, shall call special meetings of the Board of Directors and perform all acts and duties usually performed by an executive and presiding officer. The President shall sign all membership certificates, notes, bonds, mortgages, contracts, and other instruments on behalf of the association. The President shall be an ex-officio member of all standing committees and shall have such powers and shall perform such other duties as may be properly required of him/her by the Board of Directors.

#### **Section 2. Duties of the Vice President**

The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be required of them by the association or the board of directors or President. However, in case of death, resignation or disability of the President, the Board of Directors may declare the office vacant and elect or appoint their successor, to fill the unexpired portion of the President's term.

#### **Section 3. Duties of the Secretary or the Secretary-Treasurer**

The Secretary-Treasurer or the Secretary shall keep a complete record of all meetings of the association and of the Board of Directors and shall have general charge and supervision of the books and records of the association. The Secretary shall attest to the President's signature on all membership certificates and other papers pertaining to the association unless otherwise directed by the board of directors. The Secretary shall serve, mail, or deliver all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to his office to the members at the annual meeting, or at such other time or times that

the board of directors may require. The Secretary shall keep the membership certificate records of the association and complete and attest to all certificates issued. The Secretary shall make all reports required by law and shall perform such other duties as may be required of him/her by the association or the board of directors or President. Upon the election of their successor, the Secretary-Treasurer or the Secretary shall turn over to all books and other property belonging to the association as they may have in their possession.

#### **Section 4. Duties of the Treasurer or the Secretary-Treasurer**

The Secretary-Treasurer or the Treasurer shall collect all assessments and money due to the association and deposit the same in the depository designated by the Board of Directors and shall disburse funds on the proper order of the Board of Directors and shall make a report of the business transacted by him/her annually or as requested by the Board of Directors and he/she shall do and perform such other duties and functions as may be required of him/her by the Board of Directors or President. The Secretary-Treasurer or the Treasurer shall be covered in the performance of their duties by a surety bond in an amount to be determined by the Board of Directors. The premium for such bond shall be paid by the association. Upon the election of their successor, the Secretary-Treasurer or Treasurer shall turn over all books and other property belonging to the association as they may have in their possession.

#### **Section 5. Other Employees or Agents**

The Board of Directors may hire other agents, contractors or employees which may be necessary to manage the water system and its construction, maintenance, and repair. Such agents, contractors or employees shall be paid a compensation for the performance of their duties in an amount to be determined by the Board of Directors.

### **ARTICLE VIII**

#### **Water Charges, Assessments and Distribution of Water**

##### **Section 1. Delivery and Collection**

Water shall not be delivered by the water system of the association except to users who are members of the association. If any member needs and desires service connections with the system in excess of one, such excessive connections shall be made only upon the application to and approval of the Board of Directors and upon payment of charges for joining the association and having the first meter installed for each connection in excess of one. No service connection in excess of one shall be approved for any member or made pursuant to this section when the full capacity of the association's water system is needed to serve the existing connections.

##### **Section 2. Rate Setting**

The Board of Directors shall establish a rate schedule to be charged to the members for service provided by the association. The established rate schedule shall apply to each service connection by an approved rate schedule in effect. The Board of Directors shall review the established rate schedule of charges annually, or more often, if necessary, to ensure that sufficient income will be generated for the coming year to cover anticipated expenses. This determination shall be based on the previous year's actual expenses and the estimated budget for the coming year.

##### **Section 3. Balancing the Budget**

The Board of Directors may require a special assessment on the members of the association under the following circumstances: The total collections from water charges over the period of each fiscal year is found to be insufficient to fully pay when due all costs of operation, maintenance, payments on indebtedness, or other expenses incurred over that period to support the functionality of the water system. Members shall be notified of special assessments. In this case, a proportionate amount of the necessary total of such assessments shall be levied against each member proportionately.

**ARTICLE IX**  
**Amendments**

These Bylaws may be repealed or amended as may be desired by a resolution adopted by a vote of a majority of the members present at any regular or special meeting duly held upon such notice as the Bylaws provide. The president and secretary shall write affidavits saying that the resolution was duly adopted by a majority vote of the members at a meeting held in accordance with the provisions of this section, and the association shall file and have recorded a certified copy of the resolution, with these affidavits, in the same manner as the original certificate of association and bylaws were filed. [§ 3-29-19 NMSA 1978]

We certify that the foregoing Bylaws were duly adopted by a quorum of the members of the association at the Annual Meeting on **May 8, 2025**, and that the same are in full force and effect and have not been amended.

IN WITNESS WHEREOF, we, the organizers of the **Tranquillo Pines Mutual Domestic Water Consumers Association**, do execute these Bylaws.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Gary Ashcraft, President

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Richard Rondeau, Vice President

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Carl Walker, Secretary-Treasurer

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Harvey Peel, Board Member

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Charles Davidson, Board Member